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Organization of This Exhibit

This Exhibit to the RFP is designed to elicit information in two (2) general categories, Ownership and Structure of the Applicant which is to be described in the schedules at Part VI-A, and Financial Resources and related information, which is to be described in Parts VI-C through VI-I contained herein and preceded by this OVERVIEW, GENERAL INSTRUCTIONS, INSTRUCTIONS FOR INDIVIDUAL SCHEDULES, and DEFINITIONS. This organization is designed to assist applicants in preparing well-structured and supported submissions. Parts A through I of the schedules are organized by the type of information requested, as follows:

OWNERSHIP AND STRUCTURE:

Part VI-A Ownership and Structure - Ownership and structure of the applicant and its Ownership Affiliates.

Schedule VI-A-1 Ownership Affiliates of the Applicant
Schedule VI-A-2 Structure of the Applicant
Schedule VI-A-3 Ownership and Agreements

Part VI-B Intentionally Omitted

FINANCIAL RESOURCES:

FINANCIAL FORECASTS:

Part VI-C Forecasted Financial Statements - Forecasted income statements, balance sheets and statements of changes in financial position, to be accompanied by an independent certified public accountant's forecast review report.

Schedule VI-C-1 Forecasted Balance Sheets
Schedule VI-C-2 Forecasted Income Statements
Schedule VI-C-3 Forecasted Statements of Cash Flows
Schedule VI-C-4 Accounting Policies for Schedule VI-C-1 through VI-C-3

- Include notes to the financial statements, primarily those related to the general basis or the forecasts and accounting conventions used

Part VI-D Summary of Key Assumptions - Key assumptions made by the applicant in preparing its forecasts.

Schedule VI-D-1 Summary of Key Assumptions - Entire Franchise Area
Schedule VI-D-2 Summary of Key Assumptions by Community Board District

Part VI-E Supporting Schedules and Documentation for Plant and Equipment, Other Noncurrent Assets and Liabilities; Depreciation and Amortization - Details on forecasted expenditures for plant and equipment, other noncurrent assets, and other liabilities.

- Schedule VI-E-1 Primary Assumptions Related to Schedules VI-E-2 through VI-E-5
- Schedule VI-E-2 Plant and Equipment Expenditures
- Schedule VI-E-3 Average Construction Cost per plant mile; cost of subscriber devices per subscriber
- Schedule VI-E-4 Other Noncurrent Assets and Other Liabilities
- Schedule VI-E-5 Depreciation and Amortization

Part VI-F Supporting Schedules and Documentation for Financing Plans - Details on the sources and uses of external and internal financing and on contingency financing plans.

- Schedule VI-F-1 Primary Assumptions Related to Schedules VI-F-3 through VI-F-7
- Schedule VI-F-2 Intentionally Omitted
- Schedule VI-F-3 Summary of Forecasted External Debt and Equity Financing
- Schedule VI-F-4 Forecasted Debt Service by External Financing Source
- Schedule VI-F-5 Description of External Debt Financing by Source
- Schedule VI-F-6 Description of External Equity Financing by Source
- Schedule VI-F-7 Contingency Financing Plans
 - Letters of commitment from financial institutions, investors, etc.
 - Explanatory notes, supplemental information, and documentation of and support for assumptions

Part VI-G Supporting Schedules and Documentation for Forecasted Revenue - Details on residential subscriber rates, penetration levels, business (nonmunicipal), and other revenue sources.

- Schedule VI-G-1 Primary Assumptions for Schedule VI-G-2 through VI-G-6
- Schedule VI-G-2 Rates
- Schedule VI-G-3 Subscriber Service Revenue Detail by CBD

- Schedule VI-G-4 Detail of Business (nonmunicipal) and Other Revenue By CBD
- Schedule VI-G-5 Subscriber Service Revenue Detail - All CBD's
- Schedule VI-G-6 Detail of Business (nonmunicipal) and Other Revenue -- All CBD's

Part VI-H Supporting Schedules and Documentation for Forecasted Operating Expenses - Information on operating expenses including franchise fees.

- Schedule VI-H-1 Primary Assumptions for Schedule VI-H-2
- Schedule VI-H-2 Detail of Operating Expenses

Part VI-I Financial Background of the Applicant and Others Integral to Its Financing Plan - Historical financial statements and other information to evidence the ability of the applicant and its external financing sources to provide the necessary funds for construction and operation as set forth in the forecasted financial schedules, and as an indication of the applicant's overall financial strength.

- Schedule VI-I-1 Background Financial Information Included
- Schedule VI-I-2 Financial Highlights for Major External Financing Sources

GENERAL INSTRUCTIONS

A. Accounting Conventions

All statements and schedules should be prepared in accordance with Generally Accepted Accounting Principles (GAAP).

The specific accounting treatments used should be described in footnotes to the forecasted financial statements and elsewhere in the submission as appropriate.

B. Financial Forecasts

Prior to submission, each forecast must be reviewed by an independent certified public accountant (CPA). A CPA's report is to be obtained and included with each applicant's submission for the forecasted balance sheets, income statements and statements of cash flows (Schedules VI-C-1 through C-3). A standard report is preferred.

Although the CPA does not have to provide a report on any other schedules, all schedules should be consistent and reconcilable. The forecasts should be accompanied by a statement of the applicant's chief financial officer certifying to the accuracy of the financial information in the forecasts.

C. Support for Assumptions

Documentation of the reasonableness of key assumptions underlying an applicant's forecasts is required. The reasonableness of assumptions can be supported through (1) documented experience in comparable situations; (2) input from independent experts; and (3) quotes, bids, etc.

The types of documentation appropriate by major category include the following:

Construction: (1) written estimates from engineers, equipment vendors, contractors, etc.; and/or (2) documented costs in other comparable jurisdictions.

Marketing (pace and level of penetration): (1) independent market surveys; and/or (2) documented experience in demographically comparable environments.

Financing: (1) written commitments from financial institutions and investors; and/or (2) documentation of resources currently available to be dedicated to this project.

SIGNIFICANT ASSUMPTIONS MADE BY AN APPLICANT WITHOUT SUPPORT WILL NOT BE CONSIDERED AS CREDITABLE AS THOSE FOR WHICH SUPPORT IS PROVIDED.

D. Uniform Assumptions

The following assumptions should be used by each applicant in its response to this RFP:

1. Constant Dollars. The financial forecasts and related data should be in constant 1995 dollars. The applicant should not try in the forecasts to reflect the estimated impact of inflation.

2. Franchise Fee. For purposes of comparison, each applicant is to assume that the franchise fee is to be paid to the City 30 days following the end of each calendar quarter and that the franchise fee rate will be 5% of gross revenue.³

E. Number of Forecast Years, Forecast Timing and Scope

The forecasts should cover the period of the proposed franchise term. It should be assumed for purposes of these forecasts that the franchise term will be ten (10) years. It should be assumed for purposes of these forecasts that the franchise agreement will be executed and the applicant authorized to start construction in 1996. The forecasts should be on a calendar year basis beginning with calendar year 1996.

F. External Financing

Detailed information is required on the major outside, i.e., external financing proposed by the applicants.

An external financing source is any parent, affiliate, individual investor, financing institution, venture capitalist, etc., which is a separate legal entity from the applicant and which is proposed as a source of equity or debt financing for the applicant's system. In a situation where a bank provides a line of credit to a parent, which, in turn, provides the funds to the applicant, the parent is the external financing source. If an individual investor is providing funds directly to the applicant, he or she is the external financing source. If there is an intermediary involved, such as an investment banker, syndicator, etc., and the individual or institutional investor(s) or the lender(s) have not been identified and committed, the intermediary should be considered the external financing source. If the individual or institutional investors or lenders have been identified and committed they, as opposed to the intermediary,

This fee includes the fee to be paid to the CCT.

should be considered the external financing source. Any fees for syndication, financial placement or other similar activities should be described.

G. Background Financial Information on Company

Each applicant is to submit financial statements (balance sheet, income statement and statement of cash flows) for itself and its major nonfinancial institution external sources of financing. Applicants are required to provide support which demonstrates the investment banker's, broker's, syndicator's, etc., ability to raise the funds as forecasted.

H. New Corporations and Multiple System Operators

In several instances, the applicant is a new corporation established specifically for the purpose of obtaining and operating a franchise. In most instances these companies are affiliates of multiple system operators. Such applicants, in responding to requests for information regarding its Operating Affiliates and Cable Affiliates, should recognize that the intent is to obtain information on all entities which may significantly influence financing, construction, and operation of the franchisee, regardless of legal separations

I. Partnerships, Sole Proprietorships, Joint Ventures, etc.

It is recognized that the schedules contained in this Exhibit VI generally contemplate that the applicant is a corporation. However, space has been provided for the applicant to provide corresponding information if it is a partnership, sole proprietorship, joint venture, etc. Applicants may make adjustments to the schedules to accommodate such situations and clarify their presentations.

J. Numbers in Thousands and Rounding

Applicants should use the convention of reporting in thousands and rounding numbers to the nearest thousand. For example, \$48,957,812 becomes \$48,958,000.

K. No Offsetting of Revenues and Expenses

In presenting its forecasted financial information an applicant should not offset revenues against expenses and present the result as a single line item. For example, revenue from leased channels should not be offset against leased channel expenses and reported as a net amount. Rather, leased channel revenues and leased channel expenses should be presented separately on each appropriate schedule.

L. Use of Forms and Organization of Submissions

The applicants financial submission should be in a format and order of presentation substantially identical to the schedules provided. However applicants are not restricted to the space provided, and the schedules should be augmented with additional pages as appropriate. It should be noted that information in addition to direct responses to the schedules is required (e.g., support for assumptions, accountant's report, notes, supplementary information, etc.)

INSTRUCTIONS FOR INDIVIDUAL SCHEDULES

This section contains instructions applicable to the individual schedules which must be completed by an applicant. Self-explanatory schedules are merely listed.

PART VI-A OWNERSHIP AND STRUCTURE OF APPLICANT

-- Schedule VI-A-1: Affiliates of the Applicant

Each Ownership Affiliate of an applicant is to be listed. See "Definitions" for a definition of the term Ownership Affiliate.

-- Schedule VI-A-2: Structure of the Applicant

This schedule requires each applicant to provide certain information regarding its compliance with limitations on the ownership and control of the franchise; its ownership and management structure; and certain criminal and civil proceedings in which they were either found to have committed, or agreed to settle or enter a consent order with respect to, any:

- unfair or anticompetitive business practices
- antitrust violations
- securities violations
- tax violations
- false/misleading advertising
- fraud
- violation of any business license; and
- Cable Act violations

-- Schedule VI-A-3: Ownership and Agreements

This schedule requests certain information regarding all persons and entities which may benefit financially from the award of a franchise to the applicant.

* * *

The City's purpose in requesting the information set forth above is to identify all persons and entities which may benefit financially, directly or indirectly, from the award of a franchise to the applicant. If any applicant believes that there are any other persons or entities which may benefit financially from the award of a franchise to the applicant, all such persons or entities must be identified in the applicant's response to this RFP.

MOREOVER, EACH APPLICANT IS REQUIRED TO UPDATE ITS RESPONSE TO SCHEDULE VI-A-3, ABOVE, AND THE CORRESPONDING SCHEDULE VI-A-3 TO REFLECT MATERIAL CHANGES DURING THE PROPOSAL EVALUATION

PERIOD, ON THE FIRST DAY OF EVERY MONTH, COMMENCING WITH THE MONTH OF FEBRUARY, 1996 AND CONTINUING THEREAFTER UNTIL FURTHER NOTICE BY THE ASSISTANT COMMISSIONER.

ANY APPLICANT WHICH FAILS TO RESPOND FULLY AND COMPLETELY TO ALL INFORMATION REQUESTED ABOVE MAY BE DISQUALIFIED FROM FURTHER CONSIDERATION FOR A CABLE TELEVISION FRANCHISE IN THE CITY AT THIS TIME.

PART VI-B INTENTIONALLY OMITTED

PART VI-C FORECASTED FINANCIAL STATEMENTS

The forecasted financial statements should only incorporate the Franchise Area being applied for herein. The forecasted financial statements should not reflect the forecasted results of operations of other systems and unrelated businesses which the applicant may own or operate. However, all revenues and expenses which accrue to the applicant as a result of cable-related activities in the franchise area should be included in the forecasts.

Applicants should review the General Instruction presented above concerning forecast periods, use of calendar year data, use of GAAP, requirements for review by a CPA, etc. which apply to the schedules in this Part.

-- Schedule VI-C-1: Forecasted Balance Sheets

The applicant should refer to the Definitions listed in the following subsection of this Exhibit VI before completing this forecast. The first balance sheet should be as of December 31, 1996 and should reflect all expenses to be incurred to that date. Detail on many of the balance sheet items is requested in Part VI-E.

-- Schedule VI-C-2: Forecasted Income Statements

The applicant should refer to the Definitions with respect to the key revenue and operating expense categories. Revenue and operating expense detail to support the income statements is requested in the schedules contained beginning with VI-G and VI-H, respectively, of this Exhibit.

-- Schedule VI-C-3: Forecasted Statements of Cash Flows

-- Schedule VI-C-4: Accounting Policies for Schedules VI-C-1 through VI-C-3

PART VI-D SUMMARY OF KEY ASSUMPTIONS

-- Schedule VI-D-1: Summary of Key Assumptions - Entire Franchise Area

The number of households passed by year should reflect the applicant's outlook for population growth or decline in the proposed franchise area. The number of street and plant miles estimated should reflect the applicant's review of City data and its own studies.

-- Schedule VI-D-2: Summary of Key Assumptions by Community Board District

Instructions for Schedule VI-D-1 apply except that a separate copy of this schedule should be completed for each Community Board District included in the proposed franchise area. The information provided by CBD, if aggregated, should reconcile to the totals for the entire Franchise Area contained in other schedules.

PART VI-E SUPPORTING SCHEDULES AND DOCUMENTATION FOR PLANT AND EQUIPMENT, OTHER NONCURRENT ASSETS AND OTHER LIABILITIES

-- Schedule VI-E-1: Primary Assumptions Related to Schedules VI-E-2 through VI-E-5

Self explanatory.

-- Schedule VI-E-2: Plant and Equipment Expenditures

In this schedule the applicant is to provide forecasted expenditures by year for plant and equipment. Definitions for several of the asset categories in this Schedule are provided in the DEFINITIONS section, below. The equivalent purchase price of any major equipment forecasted to be obtained under a capital or operating lease arrangement should also be included as an expenditure. An asterisk should be placed by those items.

Each category of construction and equipment should also include an appropriately allocated portion of construction interest. The interest allocated should be identified separately on a blank line within each category, as appropriate.

The total for each year of the schedule less the items obtained under an operating lease arrangement should equal the change in plant and equipment before depreciation as reflected on the forecasted balance sheet.

-- Schedule VI-E-3: Average Construction Costs per plant mile; Cost of Subscriber Devices per subscriber

The amounts provided should be the estimated average unit (per plant mile or per subscriber device) cost for the fully completed system (e.g., total cost of engineering/total plant miles for the full system).

-- Schedule VI-E-4: Other Noncurrent Assets and Other Liabilities

This schedule requests a breakdown of selected asset and liability accounts. The cumulative amounts capitalized each year should be entered and those amounts less amortization should equal the amounts reflected on the forecasted balance sheets (Schedule VI-C-1) for each account. The amounts shown as amortization should equal those computed in Schedule VI-E-5.

-- Schedule VI-E-5: Depreciation and Amortization

The total depreciation and amortization amounts by year should reconcile to both the income statements and balance sheets. See the Definitions section below for a definition of "prematurity period." The "method" referred to in column two of this schedule is the depreciation or amortization method used.

PART VI-F SUPPORTING SCHEDULES AND DOCUMENTATION FOR FINANCING PLAN

Each applicant should recognize the importance of clearly demonstrating in Schedules VI-F-1 through VI-F-7 and VI-I-1 through VI-I-2 its ability to obtain the necessary financing. Accordingly, applicants are encouraged to provide substantial documentation of (1) the commitment of each proposed source of debt and equity financing, and (2) the ability of each source to supply the funds as required. The City considers one key risk factor to be the ability of an applicant to obtain sufficient financial resources to construct its system in a timely manner with adequate financial provision for contingencies. The City also believes it is important that the applicant's financial plan be designed to facilitate stable operations.

-- Schedule VI-F-1: Primary Assumptions Related to Schedules VI-F-3 through VI-F-7

Self explanatory

-- Schedule VI-F-2: Intentionally Omitted

-- Schedule VI-F-3: Summary of Forecasted External Debt and Equity Financing

This schedule provides a summary reference of the proposed external financing sources included in an applicant's financing plan and financial forecast. It identifies each type of financing proposed and the primary purposes of that financing. Additionally, the schedule indicates whether or not the availability of the funds under the financing plan is synchronized with the forecasted timing for the use of those funds. If, for example, an investor has committed to pay in \$1 million in 1997, that amount should not be shown as being available for use until

that time. The full amount of a line of credit available for this project in 1996 should, however, be shown in 1996 though only a portion of the line may be drawn down in that year.

Financing requirements indicated by the applicant's plan for which it does not yet have commitments should, nevertheless, be included. Under financing source enter "unidentified" if that is the case.

An applicant should be sure to review the definition of external financing as defined in the "General Instructions" for Exhibit VI before completing this schedule.

Major capital leases should be considered as debt for the purpose of this schedule.

-- Schedule VI-F-4: Forecasted Debt Service by External Financing Source

All loans reflected in the financial forecast should be included, by source, on this schedule. Enter "unidentified" if the source of the loan has not been determined. An asterisk should be placed by the accrued interest which is capitalized in the forecasted financial statements.

-- Schedule VI-F-5: Description of External Debt Financing by Source

A separate schedule should be completed for each external source of debt financing providing more than the lesser of (1) 5% of total plant and equipment costs (excluding allocated interest) or (2) \$5 million in debt financing. The definition of external financing source should be reviewed before this Schedule is prepared (see "General Instructions" Paragraph F above).

-- Schedule VI-F-6: Description of External Equity Financing by Source

A separate schedule should be completed for each external equity source providing more than the lesser of (1) 5% of total plant and equipment costs (excluding allocated interest) or (2) \$5 million in equity financing. The definition of external financing source should be reviewed before this Schedule is prepared (see General Instructions).

-- Schedule VI-F-7: Contingency Financing Plans

The applicant is to describe its contingency plans for fulfilling significant capital requirements which may result from negative variances from the forecast. Full explanations should be provided.

PART VI-G SUPPORTING SCHEDULES AND DOCUMENTATION FOR FORECASTED REVENUE

Throughout the schedules at VI-G-1 through VI-G-6 an applicant should present its rate, penetration, and revenue data by each type of service to be offered by the applicant. For example, in Schedule VI-G-3, a separate revenue item should be provided for basic service only and each higher service tier (e.g., pay service). This approach would also result in separate line items for all other revenue sources contained in the following schedules including, for example, installation, business data transmission, advertising, studio rental, and leased channel revenue.

-- Schedule VI-G-1: Primary Assumptions for Schedules VI-G-2 through VI-G-6

Self explanatory.

-- Schedule VI-G-2: Rates

These rates (first three columns) should be those the applicant proposes to implement at the time the first subscribers are provided service. In the remaining columns the applicant should provide its forecast of the amount of increase, if any, in those rates e.g., 5% for years 1-3, 7% for years 4-6, etc.

At the bottom of the schedule the applicant should state the period of time for which the initial rates will remain in force.

-- Schedule VI-G-3: Subscriber Service Revenue Detail by CBD

A separate copy of this Schedule should be completed for each CBD in the Franchise Area. The individual schedules summarized should reconcile to Schedule VI-G-3.

-- Schedule VI-G-4: Detail of Business (nonmunicipal) and Other Revenue by CBD

A separate copy of this schedule should be completed for each CBD in the Franchise Area. The business (nonmunicipal) services revenue should include revenue to be derived from services to banks and other business organizations, private nonprofit institutions, etc. for data transmission and other services.

-- Schedule VI-G-5: Subscriber Service Revenue Detail -- All CBD's

This schedule is to be completed for the entire franchise area, i.e., all CBD's in aggregate. The information contained in

this schedule should be the summary of the individual schedules VI-G-3.

-- Schedule VI-G-6: Detail of Business (nonmunicipal) and Other Revenue -- All CBD's

The business (nonmunicipal) services revenue should include revenue to be derived from services to banks and other business organizations, private nonprofit institutions, etc. for data transmission and other services. This schedule is to be completed for the entire Franchise Area, i.e., all CBD's, in aggregate.

PART VI-H SUPPORTING SCHEDULES AND DOCUMENTATION FOR FORECASTED OPERATING EXPENSES

-- Schedule VI-H-1: Primary Assumptions for Schedules VI-H-2

Self explanatory.

-- Schedule VI-H-2: Detail of Operating Expenses

Definitions of the three groups of expenses are provided in the Definitions section, below. This schedule should reconcile to the forecasted income statements and balance sheets.

PART VI-I FINANCIAL BACKGROUND ON THE Applicant AND OTHERS INTEGRAL TO ITS FINANCING PLAN

-- Schedule VI-I-1: Background Financial Information Included

The applicant is to submit financial statements (balance sheet, income statement, and statement of changes in financial position) for itself and the nonfinancial institution external sources of financing for which Schedules VI-F-5 and VI-F-6 were completed. No financial statements are required, however, for those nonfinancial institution sources of financing which are to raise capital on a best efforts basis, i.e., the source has not yet identified and committed the equity or debt investors. It should be noted that Schedules VI-F-5 and VI-F-6 request the applicant to provide support which demonstrates the investment banker's, broker's, syndicator's, etc., ability to raise the funds as forecasted.

The financial statements to be provided (which should preferably be audited) should be for the most recently ended fiscal year. However, if the fiscal year ended more than six months prior to January 31, 1996 interim statements are to be provided. The interim balance sheet should be as of a date no earlier than three months prior to January 31, 1996 Interim income statement(s)

should incorporate the entire period from the end of the fiscal year to at least three months prior to January 31, 1996.

-- Schedule VI-I-2: Financial Highlights for Major External Financing Sources --

This schedule should be completed for the same entities required to provide financial statements in response to Schedule VI-I-1 described immediately above.

DEFINITIONS

Cable Affiliates - Each parent, subsidiary, or sister entity, as well as each general and limited partner or joint venturer, of the applicant and any other person or entity related to the applicant by common management, or other common control which: (1) is engaged in any facet of the cable television business, or (2) is, will or may be involved in the design, construction, operation, or ownership of the franchise or the franchisee, or the provision of services, equipment, materials, or programming to the franchisee.

Construction Work in Progress - The uncompleted construction of buildings, improvements and equipment. Once construction of specific assets is completed to the point of use, the associated costs are transferred to the appropriate fixed asset account.

Distribution System (Plant) - All trunk and distribution lines in use to deliver cable signals to subscribers, including rebuilt trunk and distribution cable (with lashing wire, splices and connectors), amplifiers and power suppliers (with housing and associated hardware and electronic equipment)

Headend - The electronic control center of a cable television system. It normally includes preamplifiers, frequency converters, demodulators, modulators, and other equipment that amplify, filter, and convert incoming signals for distribution over the Cable system.

Subscriber Services Revenue - (1) Revenue earned from household subscribers for cable services and (2) Revenue earned from services rendered to subscribers for connecting subscribers to the cable system, relocating cable connections and installing additional connections.

Business (nonmunicipal) Service Revenue - Revenue from organizations other than the City and its departments for cable services (including revenue for business data services, private nonprofit programming, etc.).

Ownership Affiliates - each parent, subsidiary, or sister entity, as well as each general and limited partner or joint venturer, of the applicant and any other person or entity related to the applicant by common ownership, common management or other common control.

Origination Equipment - All equipment used for programming origination, i.e., program development and origination, located at the cable studio or programming origination site. Programming origination equipment includes cameras, studio equipment, film processing equipment, video recording equipment, editing recording monitor, and production consoles.

Origination Expenses - The expenses directly related to programming origination. This includes automated and nonautomated programming origination such as the purchase or production of films, features, local news, weather, sports events or other programming.

Service Expense - The expenses attributable to receiving and distributing signals to the communities being served. These expenses include associated wages and benefits, pole and duct rentals, maintenance materials, microwave and satellite service payments, payments to utilities for heat, light, and power, the nonlabor expenses related to operation of service vehicles, rent, supplies, telephone services, etc.

Prematurity Period - The prematurity period should begin with the first earned subscriber revenue. The end of the prematurity period should be determined based upon an applicant's plans for completion of its first major construction period or achievement of a specific predetermined subscriber level at which no additional cash investments will be required other than for physical facilities and interest.

Subscriber Devices - The hardware associated with connecting a subscriber to the system. This includes blocks, transfers, converters and other subscriber connection devices.

SCHEDULE VI-A-1
OWNERSHIP AFFILIATES OF THE APPLICANT
PAGE 1 OF 1

OWNERSHIP AFFILIATE Name	Address and Telephone Number	Relationship to Applicant (describe)	Ownership Interest (Percentage)	Primary Business or Occupation	Chief Executive Officer

SCHEDULE VI-A-2
STRUCTURE OF THE APPLICANT
PAGE 1 OF 3

- 1 Type of organization of the applicant -- corporation, general partnership, limited partnership, sole proprietorship, joint venture or other.

- 2 Identify all directors and officers of the applicant. Names, addresses and telephone numbers shall be provided.

- 3 When and in what state was the applicant initially chartered to do business?

- 4 If a corporation, is the applicant a public applicant as defined by the Securities and Exchange Commission?

- 5 Has the applicant or any Ownership Affiliates ever done any business of any type with the City, including any bureau, department, agency or instrumentality thereof, whether such business was done under a written agreement or not? If yes, please describe in detail, identifying the bureau, department, etc. with which the business was conducted, the dates during which it was conducted, etc.

Schedule VI-A-2

Page 2 of 3

- 6 Is it contemplated that any Ownership Affiliates will provide design, construction, management, programming or any other services to the applicant if it is awarded a franchise? Explain the nature of the services and the terms under which it is anticipated that such services will be provided. Also, describe all agreements and understandings with entities other than Ownership Affiliates for design, construction, management, programming and other significant services to be provided the applicant if awarded the franchise. Copies of all such written agreements must be provided.
- 7 Describe in detail any, (1) felonies or misdemeanors of which the applicant or its Cable Affiliates or any of the persons identified in #2 above or Schedule VI-A-1 have been convicted; and (2) any civil litigation - during the past fifteen (15) years - involving any of said persons as defendants in which they were either found to have committed or agreed to settle or enter a consent order with respect to any:
- unfair or anticompetitive business practices
 - antitrust violations
 - securities violations
 - tax violations
 - false/misleading advertising
 - fraud
 - violations of any business license
 - Cable Act violations
- 8 Describe in detail all proceedings or litigation regarding: (a) a violation of any franchise agreement; (b) a violation of or challenge to any federal, state, or municipal law or regulation; or (c) the award of a cable television franchise to which the applicant or its Cable Affiliates or any of the persons identified in #2 above have been a party.

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SCHEDULE VI-A-3
OWNERSHIP AND AGREEMENTS
PAGE 1 OF 2

For all persons and entities which may benefit financially from the award of a franchise to the applicant provide:¹

- (a) A list of all persons or entities which, either directly or indirectly, own or have an option or other right to own or participate in the ownership of any interest in: (1) the applicant and (2) each person or entity which owns or has an option (or other right) to own or participate in the ownership of any person or entity which owns five percent (5%) or more of the applicant. For each such persons or entity, the list must include his, her, or its: (a) name (including any trade or business name and, in the case of an entity, its chief executive officer or general or managing partner), (b) current address and phone number (including, as applicable, both home and business), (c) relationship to the applicant (including percent and nature of ownership interest and other relationship, if applicable), and (d) principal line of business.

Notwithstanding the foregoing, if the applicant or any person or entity which owns five percent (5%) or more of the applicant is a corporation, the stock of which is listed and traded on the New York or American Stock Exchanges or the Over-the-Counter market, the list may exclude those persons or entities which own or have an option (or other right) to own or participate in the ownership of less than five percent (5%) of the applicant or such person or entity which owns five percent (5%) or more of the applicant.

¹ THE CITY'S PURPOSE IN REQUESTING THIS INFORMATION IS TO IDENTIFY ALL PERSONS AND ENTITIES WHICH MAY BENEFIT FINANCIALLY, DIRECTLY OR INDIRECTLY FROM THE AWARD OF A FRANCHISE TO THE APPLICANT. IF THE APPLICANT BELIEVES THAT THERE ARE ANY PERSONS OR ENTITIES OTHER THAN THOSE IDENTIFIED IN RESPONSE TO THE ABOVE QUESTIONS WHICH MAY BENEFIT FINANCIALLY FROM THE AWARD OF A FRANCHISE TO THE APPLICANT, ALL SUCH PERSONS OR ENTITIES MUST BE IDENTIFIED IN THE APPLICANT'S RESPONSE TO THIS SCHEDULE VI-A-3.

- (b) A list of all persons or entities who, either directly or indirectly, have been given, offered, promised, or otherwise told they would receive anything of value for assisting in any way in the applicant's effort to obtain the award of a franchise to the applicant or in the design, construction, operation, maintenance, or other aspects of a cable system to be owned or operated by the applicant or its Ownership Affiliates in the City, and describe the applicable item of value which each such person or entity has been given, offered, promised or otherwise told he, she or it will receive.
- (c) A list of all present and former elected or appointed officials or employees of the City or any political party who have any arrangement, relationship, or other understanding or agreement with the applicant or any of its Ownership Affiliates with respect to the applicant's effort to obtain the award of a franchise to the applicant or with respect to the design, construction, operation, or maintenance of a cable system by the applicant in the City, and describe fully each such arrangement, relationship or other understanding or agreement.

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